

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
W. R. GRACE & CO., et al. ¹) Case No. 01-01139 (JKF)
) (Jointly Administered)
Debtors.)
)
) Re: Docket No. 27771
) Hearing Date: November 28, 2011, at 9:00 a.m.
) Agenda Item No: 6

**CERTIFICATE OF COUNSEL REGARDING ORDER: (A) APPROVING THE FORM
OF ASSET SALE AGREEMENT; (B) AUTHORIZING THE SALE OF CERTAIN
VERMICULITE ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS,
ENCUMBRANCES AND OTHER INTERESTS; (C) AUTHORIZING THE
ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS; AND (D)
APPROVING PROCEDURES FOR NOTICING AND DETERMINING CURE
AMOUNTS**

1. On October 17, 2011, the Debtors filed their motion for the *Motion for Entry of an Order: (a) Approving the Form of Asset Sale Agreement; (b) Authorizing the Sale of Certain Vermiculite Assets Free and Clear of all Liens, Claims, Encumbrances and Other Interests; (c) Authorizing the Assumption and Assignment of Executory Contracts; and (D) Approving*

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Procedures for Noticing and Determining Cure Amounts [Docket No. 27771] (the “Sale Motion,” the order attached thereto being the “Sale Order”).² The objection deadline for the Motion was November 4, 2011 (the “Objection Deadline”). No objections were filed prior to the objection deadline.

2. Prior to the Objection Deadline, the Debtors engaged in discussions with counsel to the United States Department of Justice (“USDOJ”), counsel to the Official Committee of Unsecured Creditors, counsel to the Asbestos Personal Injury Future Claimants Representative (the “PI FCR”) and counsel to the Official Committee of Personal Injury Claimants (the “ACC”) regarding a range of issues, most of which were resolved prior to the Objection Deadline. The Debtors granted the PI FCR and the ACC an extension to the Objection Deadline (the “Extended Objection Deadline”) through and including November 14, 2011, to resolve certain issues. The Debtors, the PI FCR and the ACC subsequently resolved their issues prior to the expiration of the Extended Objection Deadline.

3. The only substantive change in the revised form of the Sale Order (the “Revised Sale Order”), which was made at the request of counsel to the USDOJ, adds new paragraph 26. The Revised Sale Order’s new ¶ 26 makes it clear that, among other things, nothing in the Revised Sale Order or the ASA precludes or otherwise nullifies “the enforcement of any liability to a governmental unit under police and regulatory statutes or regulations that any entity would be subject to as the owner or operator of property.”

² Capitalized terms not defined herein shall have the meaning ascribed to them in, as the case may be, the Sale Motion, the Vermiculite Asset Sale Agreement, the *Declaration of Robert Whitney in Support of the Debtors’ Motion for Entry of an Order: (a) Approving the Form of Asset Sale Agreement; (b) Authorizing But Not Requiring the Sale of Certain Vermiculite Assets Free and Clear of all Liens, Claims, Encumbrances and Other Interests; (c) Authorizing the Assumption and Assignment of Executory Contracts; and (d) Approving Procedures for Noticing and Determining Cure Amounts* (the “Whitney Declaration”) or the *First Amended Joint Plan of Reorganization in their Chapter 11 Cases*, Docket no. 25881, as it may be further amended, supplemented or otherwise further amended from time to time, and the schedules and exhibits to the foregoing, as they may be in effect from time to time (the “Plan”).

4. As a result of the above discussions, no parties have any objection to the Revised Sale Order.

In view of the foregoing, Debtors respectfully request entry of the Revised Sale Order substantially in the form (with exhibits) attached hereto as Exhibit A. Exhibit B contains a comparison (without exhibits) of the proposed form of order to the form filed with the Motion.

Dated: November 15, 2011

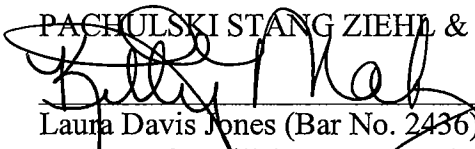
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